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Proposed Counsel to the Debtors  
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

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In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08- \_\_\_\_ (\_\_\_\_)  
et al.,<sup>1</sup> :  
: Jointly Administered  
Debtors. :  
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**MOTION TO APPEAR PRO HAC VICE PURSUANT  
TO LOCAL BANKRUPTCY RULE 2090-1(E)(2)**

Dion W. Hayes (the "Movant"), a member in good standing  
of the bars of, and admitted to practice in, the  
Commonwealth of Virginia, and the States of Maryland and New  
York and the District of Columbia, and admitted to practice

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courcheval, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

before, among other courts, the United States Bankruptcy Court for the Eastern District of Virginia (the "Court"), and a partner with McGuireWoods LLP, hereby moves (the "Motion") this Court to enter an order, the proposed form of which is attached hereto as Exhibit A, authorizing Gregg M. Galardi, Chris L. Dickerson, and Ian S. Fredericks (collectively, the "Admittees"), all with Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"), to appear *pro hac vice* before this Court to represent the Debtors and debtors in possession in the above-captioned chapter 11 bankruptcy cases pursuant to Rule 2090-1(E)(2) of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Bankruptcy Rules"). In support of the Motion, the Movant states as follows:

1. Gregg M. Galardi is a partner in the Corporate Restructuring Group of Skadden resident in its Delaware office. Mr. Galardi has appeared regularly before numerous bankruptcy courts throughout the United States in chapter 11 cases. He is admitted, practicing, and in good standing as a member of the bars of the State of Delaware and the District of Columbia. Among other courts, he is admitted to practice before the Third Circuit Court of Appeals, the United States District Court for the Southern District of

New York, the United States District Court for the District of Delaware, the United States District Court for the Eastern District of Michigan, and the United States Bankruptcy Court for the District of Delaware. Mr. Galardi has represented numerous public and privately held companies in out-of-court restructurings, chapter 11 reorganizations and change of control transactions. Mr. Galardi presently serves on the Advisory Board to the Mid Atlantic Bankruptcy Workshop of the American Bankruptcy Institute and chairs the Local Rules Committee of the Bankruptcy Section of the Delaware State Bar Association. Mr. Galardi has been practicing law since 1990. There are no disciplinary proceedings pending against Mr. Galardi.

2. Chris L. Dickerson is a partner in the Corporate Restructuring Group of Skadden resident in its Chicago office. Mr. Dickerson has appeared regularly before numerous bankruptcy courts throughout the United States in chapter 11 cases. He is admitted, practicing and in good standing as a member of the bars of the States of Illinois and Wisconsin. He is admitted to practice before the United States District Court for the Northern District of Illinois. Mr. Dickerson has been practicing since 1998. There are no disciplinary proceedings pending against Mr. Dickerson.

3. Ian S. Fredericks is an associate in Corporate Restructuring Group of Skadden resident in its Delaware office. Mr. Fredericks has appeared regularly before numerous bankruptcy courts throughout the United States in chapter 11 cases. He is admitted, practicing and in good standing as a member of the bar of the State of Delaware. He is admitted to practice before the United States District Court for the District of Delaware. Mr. Fredericks has been practicing since 2003. There are no disciplinary proceedings pending against Mr. Fredericks.

4. The Movant requests that this Court grant this Motion so that the Admittees may appear and be heard at hearings in these chapter 11 cases.

**WAIVER OF MEMORANDUM OF LAW**

5. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in this Motion, the Debtors request that this Court waive the requirement that all motions be accompanied by a written memorandum of law.

**NO PRIOR REQUEST**

6. No prior request for the relief sought herein has been made to this Court in these bankruptcy cases or to any other court.

**WHEREFORE**, the Movant respectfully requests that this Court enter an order, substantially in the form attached hereto as Exhibit A, (i) authorizing the Admittees to appear *pro hac vice* in association with the Movant as attorneys for the Debtors in their chapter 11 cases and (ii) granting such other and further relief as is just and proper.

Dated: Richmond, Virginia      Respectfully submitted,  
November 10, 2008

    /s/ Douglas M. Foley      
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
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901 East Cary Street  
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*Proposed Counsel to the Debtors  
and Debtors-in-Possession*

**EXHIBIT A**

Dion W. Hayes (VSB No. 34304)  
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In re: : Chapter 11  
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CIRCUIT CITY STORES, INC., : Case No. 08- \_\_\_\_\_ (\_\_\_\_)  
et al.,<sup>1</sup> :  
: Jointly Administered  
Debtors. :  
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**ORDER GRANTING MOTION TO APPEAR *PRO HAC VICE* PURSUANT TO  
LOCAL BANKRUPTCY RULE 2090-1(E)(2)**

THIS MATTER having come before the Court upon the  
Motion to Appear *Pro Hac Vice* Pursuant to Local Bankruptcy

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courcheval, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Rule 2090-1(E)(2) (the "Motion")<sup>2</sup> of Dion W. Hayes, partner with the law firm of McGuireWoods LLP, for the admission *pro hac vice* of Gregg M. Galardi, Chris L. Dickerson, and Ian S. Fredericks, the Court finds that (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (iii) the relief requested in the Motion is in the best interests of the Debtors, their estates, and their creditors, (iv) proper and adequate notice of the Motion and the hearing thereon has been given and that no other or further notice is necessary, and (v) good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion. Therefore,

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is GRANTED.
2. Gregg M. Galardi, Chris L. Dickerson, and Ian S. Fredericks are permitted to appear *pro hac vice* as counsel to each of the Debtors in the above-captioned chapter 11 cases in accordance with Local Bankruptcy Rule 2090-1(E)(2).

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<sup>2</sup> Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Motion.

Dated: Richmond, Virginia  
November \_\_, 2008

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Douglas M. Foley  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
McGuireWoods LLP  
One James Center  
901 East Cary Street  
Richmond, Virginia 23219  
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*Proposed Counsel to the Debtors  
and Debtors-in-Possession*

**LOCAL BANKRUPTCY RULE 9022-1(C) CERTIFICATION**

I hereby certify that notice of the Debtors' intent to seek entry of the foregoing proposed order was provided to the parties identified in the Motion and copy of this proposed order was provided to the Office of the United States Trustee for the Eastern District of Virginia prior to submission to this Court.

/s/ Douglas M. Foley  
Douglas M. Foley

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